



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

October 11, 2000

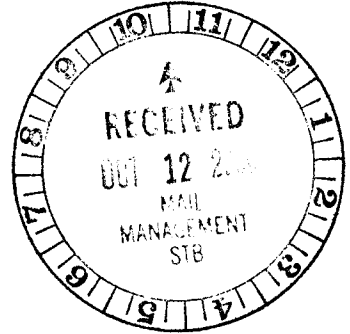
VIA UPS NEXT DAY AIR

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22572-A FILED

OCT 17 '00 19-39 AM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a secondary document under Recordation Number 22572, filed December 7, 1999. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ackerman Beardsley Bennett Inc.
168 Battery Street
Burlington, VT 05401

A description of the railroad equipment covered by the enclosed document is eighty-three (83) 4750 cubic foot covered hopper cars, with car marks FURX, GROX, and RUSX (see Exhibit A for exact car numbers).

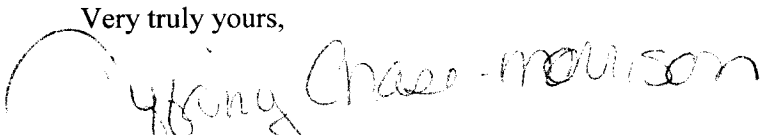
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Ackerman, Beardsley Bennett, Inc., Lessee, covering 83 4750 cubic foot covered hopper cars, with car marks FURX, RUSX and GROX, (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(ABBI014)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 7th day of Aug., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

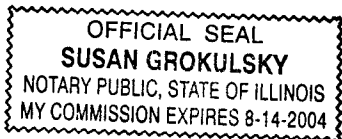
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of August, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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19-39 AM

SURFACE TRANSPORTATION BOARD
R

LESSEE:

ACKERMAN BEARDSLEY, BENNETT, INC.

By: 

Name: DON APPE

Title: PRESIDENT

ATTEST:

By: 

Name: KAREN L ROWELL

Title: Secretary

Executed on this 17th day of July, 2000.

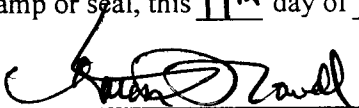
[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, Karen Rowell, a Notary Public of the County and State aforesaid, certify that Don Appe personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of July, 2000.


Notary Public

Commission Expires:

2/10/03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-three (83)

DESCRIPTION OF CARS: 4750 c.f. Covered Hoppers

CAR NUMBERS: See below

FURX	822309	FURX	826882	RUSX	63155
FURX	823318	FURX	826893	RUSX	63173
FURX	823365	FURX	826895	RUSX	63183
FURX	823862	FURX	826906	RUSX	190113
FURX	824380	FURX	826909	RUSX	190208
FURX	824418	FURX	826922	RUSX	463036
FURX	824677	FURX	826932	RUSX	483257
FURX	826022	FURX	826933	RUSX	483419
FURX	826028	FURX	826936	RUSX	485011
FURX	826052	FURX	826943	RUSX	485770
FURX	826195	FURX	826954	RUSX	486644
FURX	826241	FURX	826965	RUSX	488071
FURX	826253	FURX	826974	Count:	83
FURX	826254	FURX	826977		
FURX	826286	FURX	826979		
FURX	826755	FURX	826981		
FURX	826757	FURX	826991		
FURX	826759	FURX	827004		
FURX	826769	FURX	827012		
FURX	826770	FURX	827018		
FURX	826788	FURX	827024		
FURX	826789	FURX	827041		
FURX	826795	FURX	827052		
FURX	826797	FURX	827076		
FURX	826819	FURX	827077		
FURX	826820	FURX	827080		
FURX	826826	FURX	827087		
FURX	826829	FURX	827089		
FURX	826834	FURX	827158		
FURX	826843	FURX	827418		
FURX	826869	FURX	827590		
FURX	826871	FURX	827702		
FURX	826872	FURX	827704		
FURX	826881	FURX	827727		
		GROX	813133		
		RUSX	4014		
		RUSX	4051		